

Merus Labs International Inc.  
Form 20-F/A  
May 31, 2013

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 20-F**

Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934

OR

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **September 30, 2012**

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 OR

Shell company report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

*Date of event requiring this shell company report* \_\_\_\_\_

Commission file number **000-30082**

**MERUS LABS INTERNATIONAL INC.**

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

**British Columbia, Canada**

(Jurisdiction of incorporation or organization)

**30 St. Patrick St., Ste. 301, Toronto, Ontario, Canada M5T 3A3**

(Address of principal executive offices)

**Andrew Patient, Tel. 416-593-3725 Fax 416-593-4434,**

**30 St. Patrick St., Ste. 301, Toronto, Ontario, Canada M5T 3A3**

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act: None

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**COMMON SHARES**

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(Title of Class)

**The Nasdaq Capital Market**

(Name of each exchange on which registered)

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

**NONE**  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**As at September 30, 2012, there were 30,708,478 common shares outstanding.**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

YES  NO

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted (Not applicable) pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non accelerated filer:

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

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Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

YES  NO

**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 20-F, which was originally filed with the Securities and Exchange Commission on January 2, 2013 (the "Form 20-F"), is being filed solely to replace Exhibit 4.4 and Exhibit 4.5 to the Form 20-F. Other than as expressly set forth in this Explanatory Note, this Amendment No. 1 does not amend or modify any other items in the Form 20-F or any of the exhibits included as part of the Form 20-F.

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Articles dated December 19, 2011(Incorporated by reference to our Report of Foreign Private Issuer on Form 6-K filed on December 21, 2011)
1.2	Notice of Articles of Merus Labs International Inc. dated October 1, 2012 (Incorporated by reference to our Annual Report on Form 20-F filed on January 2, 2013)
1.3	Certificate of Amalgamation dated October 1, 2012 (Incorporated by reference to our Annual Report on Form 20-F filed on January 2, 2013)
4.1	An Exclusive License and Distribution Agreement between Merus Labs and Innocoll Pharmaceuticals Limited dated September 17, 2010. (Incorporated by reference to our Report by Foreign Private Issuer on Form 6-K filed on April 16, 2012)
4.2	An Asset Purchase Agreement between Merus Labs and Iroko International LP dated May 13, 2011. (Incorporated by reference to our Report by Foreign Private Issuer on Form 6-K filed on April 16, 2012)
4.3	An Arrangement Agreement between Old Merus and Envoy dated November 10, 2011. (Incorporated by reference to our Report by Foreign Private Issuer on Form 6-K filed on April 16, 2012)
<u>4.4*</u>	<u>Asset Purchase Agreement between Novartis Pharma AG and Merus Labs Luxco SARL dated July 11, 2012 (portions of the exhibit has been omitted pursuant to a request for confidential treatment)</u>
<u>4.5*</u>	<u>Credit Agreement among Merus Labs International Inc., Merus Labs Luxco S.A R.L., Merus Labs Inc., ECG Holdings Inc., Merus Labs Netherlands B.V. and PDL BioPharma, Inc. dated July 10, 2012 (portions of the exhibit has been omitted pursuant to a request for confidential treatment)</u>
8.1	Subsidiaries (contained in Item 4.C hereof)
11.1	Code of Business Conduct (Incorporated by reference to our Annual Report on Form 20-F, filed on December 29, 2005).
11.2	Complaint Procedures for Accounting and Auditing Matters (Incorporated by reference to our Annual Report on Form 20-F, filed on December 29, 2005).
11.3	Board Mandate (Incorporated by reference to our Annual Report on Form 20-F, filed on December 29, 2005).
12.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certifications of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2	Certifications of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1	Audit Committee Charter (Incorporated by reference to our Annual Report on Form 20-F, filed on December 29, 2005).
15.2	Compensation Committee Charter (Incorporated by reference to our Annual Report on Form 20-F, filed on December 29, 2005).
15.3	Nominating and Corporate Governance Committee Charter (Incorporated by reference to our Annual Report on Form 20-F, filed on December 29, 2005).
16.1	Letter dated February 27, 2012 from Saturna Group Chartered Accountants LLP has re change in certifying accountant. (Incorporated by reference to our Report by Foreign Private Issuer on Form 6-K

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	filed on April 20, 2012)
16.2	Letter dated April 3, 2012 from PricewaterhouseCoopers LLP re change in certifying accountant. (Incorporated by reference to our Report by Foreign Private Issuer on Form 6-K filed on April 20, 2012)

\*Attached herewith

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

MERUS LABS INTERNATIONAL INC.

Date: May 30, 2012

/s/ Andrew Patient

Name: Andrew Patient

Title: Chief Financial Officer

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